

NOTICE OF REMOVAL

EXHIBIT 127

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

UBS SECURITIES LLC and UBS AG LONDON
BRANCH,

Petitioners,

- against -

JAMES DONDERO, SCOTT ELLINGTON,
HIGHLAND CDO HOLDING COMPANY,
HIGHLAND CDO OPPORTUNITY MASTER FUND,
L.P., HIGHLAND FINANCIAL PARTNERS, L.P.,
HIGHLAND SPECIAL OPPORTUNITIES HOLDING
COMPANY, CLO HOLDCO, LTD., MAINSPRING,
LTD., and MONTAGE HOLDINGS, LTD.,

Respondents.

Index No. _____

Motion Sequence No. _____

**AFFIDAVIT OF JASON R. BURT
IN SUPPORT OF SPECIAL
TURNOVER PETITION**

ORAL ARGUMENT REQUESTED

DISTRICT OF COLUMBIA)
)
WASHINGTON, D.C.)

Jason R. Burt, being duly sworn, deposes and says:

1. I am a Counsel at the law firm of Latham & Watkins LLP and counsel for Petitioners UBS Securities LLC and UBS AG London Branch ("UBS"). I have personal knowledge of the facts in this Affidavit, which I make in support of UBS's Turnover Petition, and if called upon to do so, I could and would competently testify to the following facts.

2. Attached to the Turnover Petition as Exhibit 1 is a true and correct copy of Docket No. 217, the Decision and Order Denying Motion to Dismiss in *UBS Secs. LLC v. Highland Cap. Mgmt., L.P.*, Index No. 650097/2009 (NY Sup. Ct.) (the "Underlying Action") dated March 3, 2011.

3. Attached to the Turnover Petition as Exhibit 2 is a true and correct copy of Docket No. 766, the Expert Report of Louis G. Dudney filed in the Underlying Action on June 17, 2022.

4. Attached to the Turnover Petition as **Exhibit 3** is a true and correct copy of docket excerpts, Pages 96-155, in *LLV Holdco LLC v. James Coyne*, No. A-17-749387 as of January 8, 2023.

5. Attached to the Turnover Petition as **Exhibit 4** is a true and correct copy of Bankruptcy Docket No. 177 in *In re Highland Cap. Mgmt., L.P.*, No. 19-34054-SGJ (Bankr. N.D. Tex.) (the “HCM Bankruptcy”) dated December 4, 2019.

6. Attached to the Turnover Petition as **Exhibit 5** is a true and correct copy of Bankruptcy Docket No. 281 in the HCM Bankruptcy dated December 27, 2019.

7. Attached to the Turnover Petition as **Exhibit 6** is a true and correct copy of Bankruptcy Docket No. 339 in the HCM Bankruptcy dated January 9, 2020.

8. Attached to the Turnover Petition as **Exhibit 7** is a true and correct copy of Bankruptcy Docket No. 380 in the HCM Bankruptcy dated January 22, 2020.

9. Attached to the Turnover Petition as **Exhibit 8** is a true and correct copy of Bankruptcy Claim. No. 182 in the HCM Bankruptcy dated May 26, 2020.

10. Attached to the Turnover Petition as **Exhibit 9** is a true and correct copy of Bankruptcy Claim No. 183 in the HCM Bankruptcy dated May 26, 2020.

11. Attached to the Turnover Petition as **Exhibit 10** is a true and correct copy of Bankruptcy Docket No. 912 in the HCM Bankruptcy dated August 3, 2020.

12. Attached to the Turnover Petition as **Exhibit 11** is a true and correct copy of a letter from Andrew B. Clubok to Jeffrey Pomerantz dated September 16, 2020.

13. Attached to the Turnover Petition as **Exhibit 12** is a true and correct copy of Docket No. 216, the Motion to Dismiss Hearing Transcript dated March 2, 2011 in the Underlying Action

14. Attached to the Turnover Petition as **Exhibit 13** is a true and correct copy of Bankruptcy [Docket No. 1345-10](#) in the HCM Bankruptcy dated November 6, 2020.
15. Attached to the Turnover Petition as **Exhibit 14** is a true and correct copy of Bankruptcy Claim No. 216 in the HCM Bankruptcy dated March 3, 2021.
16. Attached to the Turnover Petition as **Exhibit 15** is a true and correct copy of Bankruptcy Claim No. 244 in the HCM Bankruptcy dated March 23, 2021.
17. Attached to the Turnover Petition as **Exhibit 16** is a true and correct copy of Bankruptcy [Docket No. 2389](#) in the HCM Bankruptcy dated May 27, 2021.
18. Attached to the Turnover Petition as **Exhibit 17** is a true and correct copy of Bankruptcy [Docket No. 2423](#) in the HCM Bankruptcy dated June 8, 2021.
19. Attached to the Turnover Petition as **Exhibit 18** is a true and correct copy of Bankruptcy [Docket No. 2660](#) in the HCM Bankruptcy dated August 4, 2021.
20. Attached to the Turnover Petition as **Exhibit 19** is a true and correct copy of Bankruptcy [Docket No. 2856](#) in the HCM Bankruptcy dated September 21, 2021.
21. Attached to the Turnover Petition as **Exhibit 20** is a true and correct copy of Bankruptcy [Docket No. 2940](#) in the HCM Bankruptcy dated October 19, 2021.
22. Attached to the Turnover Petition as **Exhibit 21** is a true and correct copy of Bankruptcy [Docket No. 3191](#) in the HCM Bankruptcy dated January 24, 2022.
23. Attached to the Turnover Petition as **Exhibit 22** is a true and correct copy of Bankruptcy [Docket No. 3317](#) in the HCM Bankruptcy dated March 24, 2022.
24. Attached to the Turnover Petition as **Exhibit 23** is a true and correct copy of Docket No. 777 the Phase II Decision and Order in the Underlying Action dated July 29, 2022.

25. Attached to the Turnover Petition as **Exhibit 24** is a true and correct copy of Docket No. 789 the Phase II Judgment, Decision and Order in the Underlying Action dated November 21, 2022.

26. Attached to the Turnover Petition as **Exhibit 25** is a true and correct copy of Docket No. 793 the Partial Satisfaction-Piece for Post Judgment Interest filed in the Underlying Action dated February 1, 2023.

27. Attached to the Turnover Petition as **Exhibit 26** is a true and correct copy of an email from Jennifer Blumer dated October 22, 2021. Bates Nos. UBSHCDO-160164 to UBSHCDO-160165. (This exhibit has been redacted to protect CPI).

28. Attached to the Turnover Petition as **Exhibit 27** is a true and correct copy of an email from Thomas Surgent dated December 10, 2010. The document was produced in the Underlying Action and *UBS Secs. LLC v. Highland Cap. Mgmt., L.P.*, No. 21-3020-SGJ (Bankr. N.D. Tex.) (the “Bankruptcy Adversary Proceeding”) using Bates No. UBSHCDO-050972.

29. Attached to the Turnover Petition as **Exhibit 28** is a true and correct copy of an email from Helen Kim dated December 14, 2010. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-015352 to UBSHCDO-015354

30. Attached to the Turnover Petition as **Exhibit 29** is a true and correct copy of an email from Adriana Alvarez dated December 16, 2010. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-135396 to UBSHCDO-135399. (This exhibit has been redacted to protect CPI).

31. Attached to the Turnover Petition as **Exhibit 30** is a true and correct copy of an email from Michael Khankin dated December 16, 2010 attaching a valuation of the equity of CLO

HoldCo, Ltd. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-117918 to UBSHCDO-117919.

32. Attached to the Turnover Petition as **Exhibit 31** is a true and correct copy of an email from Adriana Alvarez dated December 20, 2010. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using UBSHCDO-092622 to UBSHCDO-092623.

33. Attached to the Turnover Petition as **Exhibit 32** is a true and correct copy of an email from Matthew Okolita dated December 21, 2010. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. UBSHCDO125280.

34. Attached to the Turnover Petition as **Exhibit 33** is a true and correct copy of an email from Adriana Alvarez dated December 22, 2010. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-053637 to UBSHCDO-053638. (This exhibit has been redacted to protect CPI).

35. Attached to the Turnover Petition as **Exhibit 34** is a true and correct copy of an email from Michael Khankin dated January 3, 2011. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-056480 to UBSHCDO-056482.

36. Attached to the Turnover Petition as **Exhibit 35** is a true and correct copy of an email from Carter Chism dated January 5, 2011. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSHCDO-212471 to UBSHCDO-212478. (This exhibit has been redacted to protect CPI).

37. Attached to the Turnover Petition as Exhibit 36 is a true and correct copy of an email from Lauren Thedford dated March 1, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS000045 to HCMUBS000061.

38. Attached to the Turnover Petition as Exhibit 37 is a true and correct copy of an email from Stephanie Vitiello dated April 11, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD4837429 to UBSPROD4837444.

39. Attached to the Turnover Petition as Exhibit 38 is a true and correct copy of an email from Isaac Leventon dated April 12, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS005287 to HCMUBS005303.

40. Attached to the Turnover Petition as Exhibit 39 is a true and correct copy of an email from Isaac Leventon dated April 13, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD4837680 to UBSPROD4837681.

41. Attached to the Turnover Petition as Exhibit 40 is a true and correct copy of an email from Stephanie Vitello dated April 19, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS005251 to HCMUBS005268.

42. Attached to the Turnover Petition as Exhibit 41 is a true and correct copy of an email from Tom Adamczak dated June 28, 2017. The document was produced in the Underlying

Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000662979 to BC SEN0000662988.

43. Attached to the Turnover Petition as **Exhibit 42** is a true and correct copy of an email from Peter Kranz dated August 8, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000745902 to BC SEN0000745906.

44. Attached to the Turnover Petition as **Exhibit 43** is a true and correct copy of an email from JP Sevilla dated August 10, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2566503 to UBSPROD2566507.

45. Attached to the Turnover Petition as **Exhibit 44** is a true and correct copy of an email from Katie Irving dated August 10, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS000349 to HCMUBS000352.

46. Attached to the Turnover Petition as **Exhibit 45** is a true and correct copy of an email from Alli Devins dated March 22, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000133646 to BC SEN0000133668.

47. Attached to the Turnover Petition as **Exhibit 46** is a true and correct copy of an email from David Willmore dated August 11, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS000563 to HCMUBS000564. (This exhibit has been redacted to protect CPI).

48. Attached to the Turnover Petition as Exhibit 47 is a true and correct copy of an email from Tara Loiben dated August 14, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS000943 to HCMUBS000948.

49. Attached to the Turnover Petition as Exhibit 48 is a true and correct copy of an email from Tara Loiben dated August 14, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. HCMUBS000863.

50. Attached to the Turnover Petition as Exhibit 49 is a true and correct copy of an email from Katie Irving dated August 16, 2017 attaching 2016 financial statements of Sentinel Reinsurance, Ltd. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS001066 to HCMUBS001095.

51. Attached to the Turnover Petition as Exhibit 50 is a true and correct copy of an email from Sarah Goldsmith dated August 31, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2630459 to UBSPROD2630463.

52. Attached to the Turnover Petition as Exhibit 51 is a true and correct copy of an email from Isaac Leventon dated October 26, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD1973053 to UBSPROD1973071.

53. Attached to the Turnover Petition as Exhibit 52 is a true and correct copy of the Limited Liability Insurance Policy and Endorsements, dated June 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. DISCSEN0007895 to DISCSEN0007913

54. Attached to the Turnover Petition as **Exhibit 53** is a true and correct copy of an email from JP Sevilla dated November 20, 2017. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000767181 to BC SEN0000767182.

55. Attached to the Turnover Petition as **Exhibit 54** is a true and correct copy of an email from Lauren Thompson dated April 6, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000716509 to BC SEN0000716516.

56. Attached to the Turnover Petition as **Exhibit 55** is a true and correct copy of an email from JP Sevilla dated June 6, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000707455 to BC SEN0000707459.

57. Attached to the Turnover Petition as **Exhibit 56** is a true and correct copy of an email from Tom Adamczak dated June 27, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. DISCSEN0005592 to DISCSEN0005597.

58. Attached to the Turnover Petition as **Exhibit 57** is a true and correct copy of an email from Lauren Thompson dated July 11, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000723353 to BC SEN0000723354.

59. Attached to the Turnover Petition as **Exhibit 58** is a true and correct copy of an email from Tom Adamczak dated July 16, 2018. The document was produced in the Underlying

Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000124692 to BC SEN0000124698.

60. Attached to the Turnover Petition as **Exhibit 59** is a true and correct copy of an email from Tom Adamczak dated July 23, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. BC SEN0000655524.

61. Attached to the Turnover Petition as **Exhibit 60** is a true and correct copy of an email from Jenny Venza dated September 5, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS003783 to HCMUBS003788.

62. Attached to the Turnover Petition as **Exhibit 61** is a true and correct copy of an email from Rick Swadley dated September 12, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. HCMUBS003789 to HCMUBS003794.

63. Attached to the Turnover Petition as **Exhibit 62** is a true and correct copy of an email from Jonathan Arbeit dated October 3, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. DISCSEN0006464 to DISCSEN0006469.

64. Attached to the Turnover Petition as **Exhibit 63** is a true and correct copy of an email from Isaac Leventon dated November 14, 2018. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2309338 to UBSPROD2309358. (This exhibit has been redacted to protect CPI).

65. Attached to the Turnover Petition as **Exhibit 64** is a true and correct copy of an email from Matthew DiOrio dated January 31, 2019. The document was produced in the

Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000639191 to BC SEN0000639204.

66. Attached to the Turnover Petition as **Exhibit 65** is a true and correct copy of an excerpt of an email from Clayton Price dated March 4, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000092419; BC SEN0000096326 to BC SEN0000096342.

67. Attached to the Turnover Petition as **Exhibit 66** is a true and correct copy of an email from Clayton Price dated March 5, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000076061 to BC SEN0000076080.

68. Attached to the Turnover Petition as **Exhibit 67** is a true and correct copy of an email from Sehliselo Dube dated May 6, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000078777 to BC SEN0000078828.

69. Attached to the Turnover Petition as **Exhibit 68** is a true and correct copy of an email from Clayton Price dated June 20, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. DISCSEN0008408 to DISCSEN0008410.

70. Attached to the Turnover Petition as **Exhibit 69** is a true and correct copy of an email from Katie Irving dated August 6, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2572273 to UBSPROD2572282.

71. Attached to the Turnover Petition as Exhibit 70 is a true and correct copy of an email from JP Sevilla dated September 13, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2708622 to UBSPROD2708623.

72. Attached to the Turnover Petition as Exhibit 71 is a true and correct copy of an email from Helen Kim dated September 23, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD2389233 to UBSPROD2389234. (This exhibit has been redacted to protect CPI).

73. Attached to the Turnover Petition as Exhibit 72 is a true and correct copy of an email from Scott Ellington dated December 12, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD460936 to UBSPROD460948.

74. Attached to the Turnover Petition as Exhibit 73 is a true and correct copy of an email from Alli Devins dated December 17, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000730549 to BC SEN0000730550. (This exhibit has been redacted to protect CPI).

75. Attached to the Turnover Petition as Exhibit 74 is a true and correct copy of an email from Matthew DiOrio dated December 17, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000712799 to BC SEN0000712822. (This exhibit has been redacted to protect CPI).

76. Attached to the Turnover Petition as Exhibit 75 is a true and correct copy of an email from Tom Adamczak dated December 20, 2019. The document was produced in the

Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000663342 to BC SEN0000663344. (This exhibit has been redacted to protect CPI).

77. Attached to the Turnover Petition as **Exhibit 76** is a true and correct copy of an email from Canadian Imperial Bank of Commerce dated December 20, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000004342 to BC SEN0000004343. (This exhibit has been redacted to protect CPI).

78. Attached to the Turnover Petition as **Exhibit 77** is a true and correct copy of an email from Matthew DiOrio dated January 2, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000713384 to BC SEN0000713389. (This exhibit has been redacted to protect CPI).

79. Attached to the Turnover Petition as **Exhibit 78** is a true and correct copy of an email from Canadian Imperial Bank of Commerce dated January 6, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000004328 to BC SEN0000004329. (This exhibit has been redacted to protect CPI).

80. Attached to the Turnover Petition as **Exhibit 79** is a true and correct copy of an email from Alli Devins dated June 1, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. BC SEN0000713829.

81. Attached to the Turnover Petition as **Exhibit 80** is a true and correct copy of an email from Alli Devins dated February 6, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000727319 to BC SEN0000727328. (This exhibit has been redacted to protect CPI).

82. Attached to the Turnover Petition as **Exhibit 81** is a true and correct copy of an email from Damien Austin dated March 16, 2020. The document was produced in the Underlying

Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000777504 to BC SEN0000777549. (This exhibit has been redacted to protect CPI).

83. Attached to the Turnover Petition as **Exhibit 82** is a true and correct copy of an email from Matthew DiOrio Austin dated March 19, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000638649 to BC SEN0000638662.

84. Attached to the Turnover Petition as **Exhibit 83** is a true and correct copy of an email from Jan Neveril dated April 24, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000770884 to BC SEN0000770887.

85. Attached to the Turnover Petition as **Exhibit 84** is a true and correct copy of an email from Canadian Imperial Bank of Commerce dated April 24, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000004334 to BC SEN0000004335.

86. Attached to the Turnover Petition as **Exhibit 85** is a true and correct copy of an email from Canadian Imperial Bank of Commerce dated April 24, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000004242 to BC SEN0000004243.

87. Attached to the Turnover Petition as **Exhibit 86** is a true and correct copy of an email from Isaac Leventon dated August 5, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD1706963 to UBSPROD1706964.

88. Attached to the Turnover Petition as **Exhibit 87** is a true and correct copy of an email from Isaac Leventon dated August 21, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD1738889 to UBSPROD1738897.

89. Attached to the Turnover Petition as **Exhibit 88** is a true and correct copy of an email from Helen Kim dated September 11, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD1854773 to UBSPROD1854783.

90. Attached to the Turnover Petition as **Exhibit 89** is a true and correct copy of an email from Gregory Demo dated February 9, 2021. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD3603366 to UBSPROD3603385.

91. Attached to the Turnover Petition as **Exhibit 90** is a true and correct copy of the Settlement Agreement entered into on March 30, 2021, by Highland Capital Management, L.P., Highland Credit Opportunities CDO, L.P. (n/k/a Highland Multi Strategy Credit Fund, L.P.), Strand Advisors, Inc., and UBS Securities LLC and UBS AG London Branch.

92. Attached to the Turnover Petition as **Exhibit 91** is a true and correct copy of an email from Gareth Pereira dated April 27, 2021. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000083961 to BC SEN0000083962.

93. Attached to the Turnover Petition as **Exhibit 92** is a true and correct copy of the Cash Warehouse Agreement among UBS Securities LLC, Highland CDO Opportunity Master

Fund, L.P., Highland Special Opportunities Holding Company, and Highland Capital Management, L.P. dated March 14, 2008.

94. Attached to the Turnover Petition as **Exhibit 93** is a true and correct copy of the Synthetic Warehouse Agreement among UBS AG, London Branch, Highland CDO Opportunity Master Fund, L.P., Highland Special Opportunities Holding Company, and Highland Capital Management, L.P. dated March 14, 2008.

95. Attached to the Turnover Petition as **Exhibit 94** is a true and correct copy of the Amended and Restated Investment Advisory Agreement between Highland Premier Growth Equity Fund and Highland Capital Management Fund Advisors, L.P. dated February 18, 2011. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD1824596 to UBSPROD1824604.

96. Attached to the Turnover Petition as **Exhibit 95** is a true and correct copy of the Cayman Islands Monetary Authority Statement of Guidance dated January 2014.

97. Attached to the Turnover Petition as **Exhibit 96** is a true and correct copy of the Highland CDO Holding Company Balance Sheet as of December 31, 2010.

98. Attached to the Turnover Petition as **Exhibit 97** is a true and correct copy of a Highland Financial Partners, L.P. organizational chart. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. UBSPROD2415709.

99. Attached to the Turnover Petition as **Exhibit 98** is a true and correct copy of the Asset Purchase Agreement among Sentinel Reinsurance, Ltd. and Highland CDO Opportunity Master Fund, L.P., Highland CDO Holding Company, and Highland Special Opportunities Holding Company dated August 7, 2017. The document was produced in the Underlying Action

and the Bankruptcy Adversary Proceeding using Bates Nos. BC SEN0000089122 to BC SEN0000089128.

100. Attached to the Turnover Petition as **Exhibit 99** is a true and correct copy of the Asset Transfer Agreement among Sentinel Reinsurance, Ltd. and Sebastian Clarke Ltd. dated December 31, 2019. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates Nos. UBSPROD020567 to UBSPROD020576.

101. Attached to the Turnover Petition as **Exhibit 100** is a true and correct copy of the Highland Capital Management organizational chart dated July 2019.

102. Attached to the Turnover Petition as **Exhibit 101** is a true and correct copy of the Bank Statement of Sentinel Reinsurance, Ltd. dated April 30, 2020. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. BC SEN0000598154. (This exhibit has been redacted to protect CPI).

103. Attached to the Turnover Petition as **Exhibit 102** is a true and correct copy of the Bank Statement of Sentinel Reinsurance, Ltd. dated January 29, 2021. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. BC SEN0000610180. (This exhibit has been redacted to protect CPI).

104. Attached to the Turnover Petition as **Exhibit 103** is a true and correct copy of the subpoena *duces tecum* served on Scott Ellington in the Underlying Action dated March 1, 2022.

105. Attached to the Turnover Petition as **Exhibit 104** is a true and correct copy of a Highland CDO Opportunity Master Fund, L.P. organizational chart. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. UBSPROD5113036.

106. Attached to the Turnover Petition as **Exhibit 105** is a true and correct copy of a Highland Capital Management, L.P. organizational chart. The document was produced in the Underlying Action and the Bankruptcy Adversary Proceeding using Bates No. UBSPROD2254819.

107. Attached to the Turnover Petition as **Exhibit 106** is a true and correct copy of excerpts from the Beecher Carlson 30(b)(6) deposition transcript dated April 4, 2022. The deposition was taken in the Underlying Action and the Bankruptcy Adversary Proceeding.

108. Attached to the Turnover Petition as **Exhibit 107** is a true and correct copy of excerpts from the Philip Braner deposition transcript dated December 6, 2011. The deposition was taken in the Underlying Action.

109. Attached to the Turnover Petition as **Exhibit 108** is a true and correct copy of excerpts from the Philip Braner deposition transcript dated December 7, 2011. The deposition was taken in the Underlying Action.

110. Attached to the Turnover Petition as **Exhibit 110** is a true and correct copy of excerpts from the Matthew DiOrio deposition transcript dated July 23, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

111. Attached to the Turnover Petition as **Exhibit 111** is a true and correct copy of excerpts from the Matthew DiOrio deposition transcript dated October 3, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

112. Attached to the Turnover Petition as **Exhibit 112** is a true and correct copy of excerpts from the James Dondero deposition transcript dated June 11, 2012. The deposition was taken in the Underlying Action.

113. Attached to the Turnover Petition as **Exhibit 113** is a true and correct copy of excerpts from the James Dondero deposition transcript dated May 10, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

114. Attached to the Turnover Petition as **Exhibit 114** is a true and correct copy of excerpts from the James Dondero deposition transcript dated May 12, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

115. Attached to the Turnover Petition as **Exhibit 115** is a true and correct copy of excerpts from the James Dondero deposition transcript dated October 18, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

116. Attached to the Turnover Petition as **Exhibit 116** is a true and correct copy of excerpts from the Scott Ellington deposition transcript dated July 29, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

117. Attached to the Turnover Petition as **Exhibit 117** is a true and correct copy of excerpts from the Scott Ellington deposition transcript dated October 19, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

118. Attached to the Turnover Petition as **Exhibit 118** is a true and correct copy of excerpts from the Isaac Leventon deposition transcript dated November 15, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

119. Attached to the Turnover Petition as **Exhibit 119** is a true and correct copy of excerpts from the Katie Irving deposition transcript dated September 20, 2022. The deposition

was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

120. Attached to the Turnover Petition as **Exhibit 120** is a true and correct copy of excerpts from the Isaac Leventon deposition transcript dated July 22, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

121. Attached to the Turnover Petition as **Exhibit 121** is a true and correct copy of excerpts from the Isaac Leventon deposition transcript dated October 10, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

122. Attached to the Turnover Petition as **Exhibit 122** is a true and correct copy of excerpts from the Shawn Raver deposition transcript dated May 6, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

123. Attached to the Turnover Petition as **Exhibit 123** is a true and correct copy of excerpts from the Jeremy Ringheimer deposition transcript dated April 30, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

124. Attached to the Turnover Petition as **Exhibit 124** is a true and correct copy of excerpts from the Jean Paul Sevilla deposition transcript, dated July 21, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

125. Attached to the Turnover Petition as **Exhibit 125** is a true and correct copy of excerpts from the Jean Paul Sevilla deposition transcript, dated October 11, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

126. Attached to the Turnover Petition as Exhibit 126 is a true and correct copy of excerpts from the Clifford E. Stoops deposition transcript, dated April 27, 2021. The deposition was taken in the Bankruptcy Adversary Proceeding.

127. Attached to the Turnover Petition as Exhibit 127 is a true and correct copy of excerpts from the Todd Travers deposition transcript, dated April 3, 2012. The deposition was taken in the Underlying Action.

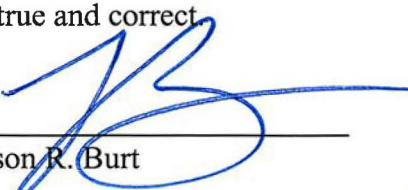
128. Attached to the Turnover Petition as Exhibit 128 is a true and correct copy of excerpts from the Stephanie Vitiello deposition transcript, dated September 19, 2022. The deposition was taken in the Underlying Action and is provisionally filed under seal pending further order of this Court.

129. Attached to the Turnover Petition as Exhibit 129 is a true and correct copy of excerpts from the Letter from Clay Taylor, dated April 28, 2021.

130. Attached to the Turnover Petition as Exhibit 130 is a true and correct copy of Letter from Jeffrey Pomerantz, dated May 7, 2021.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: February 6, 2023



Jason R. Burt

Sworn to before me this 6th day of February 2023



Notary Public

District of Columbia
Signed and Sworn to (or affirmed) before me on February 6th, 2023 (Date)

by Jason Burt

(Name(s) of Individual(s) Making Statement)

Signature of Notarial Officer: Leslie Angus

Title of Office: NOTARY PUBLIC

My Commission Expires: _____

My Commission Expires
January 14, 2028



SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

UBS SECURITIES LLC and UBS AG LONDON
BRANCH,

Petitioners,

- against -

JAMES DONDERO, SCOTT ELLINGTON,
HIGHLAND CDO HOLDING COMPANY,
HIGHLAND CDO OPPORTUNITY MASTER FUND,
L.P., HIGHLAND FINANCIAL PARTNERS, L.P.,
HIGHLAND SPECIAL OPPORTUNITIES HOLDING
COMPANY, CLO HOLDCO, LTD., MAINSPRING,
LTD., and MONTAGE HOLDINGS, LTD.,

Respondents.

Index No. _____

Motion Sequence No. _____

**RULE 17 CERTIFICATE OF
COMPLIANCE WITH WORD
LIMIT**

I hereby certify that the foregoing document complies with the word limit in Rule of Practice 17 for the Commercial Division of the Supreme Court because it contains 5,471 words, excluding the caption and signature block. In making this calculation I have relied on the word count of the word-processing system used to prepare the document.

Dated: February 6, 2023

Respectfully submitted,



Jason R. Burt